

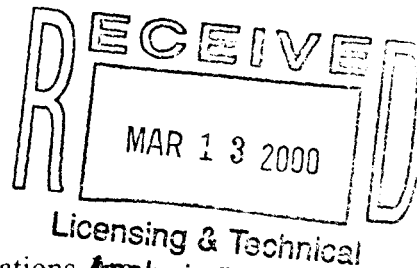
COPY

WILKINSON) BARKER) KNAUER) LLP

February 25, 2000

VIA HAND DELIVERY

Magalie Roman Salas, Secretary
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245



Re: BellSouth Personal Communications, Analysis Branch
FCC Form 602 — Ownership Disclosure Information

Dear Ms. Salas:

Pursuant to Section 1.919(b)(4) of the Commission's rules, and the procedures set forth in *Public Notice*, DA 99-3 14 (released Feb. 10, 1999), BellSouth Personal Communications, Inc. ("Applicant") hereby submits an original and one copy of an FCC Form 602 Ownership Disclosure Information for the Wireless Telecommunications Services. This information is submitted in connection with an FCC Form 603 application being filed contemporaneously via the Commission's Universal Licensing System ("ULS") notifying the Commission of the *pro forma* transfer of control of Applicant from BellSouth Enterprises, Inc. to BellSouth Cellular Corp.

In preparing the instant Form 602, Applicant has used its best efforts and acted in good faith to provide the most complete ownership information possible. Should significant updated or additional information become available to Applicant, the enclosed Form 602 will be revised accordingly. Additional information will be provided upon request.

Should you have any questions regarding this application, please contact Ben G. Almond, Vice President - Federal Regulatory, BellSouth DC, Inc., 1133 21st Street, N.W., Suite 900, Washington, D.C. 20036, telephone number (202) 463-4112.

Sincerely,

WILKINSON BARKER KNAUER, LLP


A handwritten signature in black ink, appearing to read "Craig E. Gilmore".

By: Craig E. Gilmore

Enclosure

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): BellSouth Cellular Corp.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 1100 Peachtree Street, NE, Atlanta, GA 30309			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list) C - voting		9) Disclosable Interest Holder's Country of Citizenship: U. S. A.	
10) Relationship Description (if the disclosable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): N/A			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
See Attachment 1			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual)	MI	Last Name.	suffix.
2) Disclosable Interest Holder's Name (if entity): BellSouth Mobile System, Inc.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holders Address: 1100 Peachtree Street, NE, Atlanta, GA 30309			
5) Type of Interest in Applicant (I) (refer to instructions for list)	6) Disclosable Interest Holder is a(n) (C) (refer to instructions for list of codes)	7) Percent of Interest Held in Applicant 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list) C - voting		9) Disclosable Interest Holder's Country of Citizenship: U. S. A.	
10) Relationship Description (if the disclosable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant) See Attachment 1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business	11c) TIN	11d) Percent of Interest Held
See Attachment 1			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)


1) Disclosable Interest Holder's First Name (if individual)	MI	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): BellSouth Enterprises, Inc.		3) Disclosable Interest Holder's TIN. [REDACTED]	
4) Disclosable Interest Holder's Address: 1100 Peachtree Street, NE, Atlanta, GA 30309			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes)	7) Percent of Interest Held in Applicant: 100%	
6) Disclosable Interest Holders Type of Ownership (refer to instructions for list) C - voting		9) Disclosable Interest Holder's Country of Citizenship: U. S. A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant) See Attachment 1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

1 la) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN.	11d) Percent of Interest Held
See Attachment 1			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual)	MI	Last Name:	suffix
2) Disclosable Interest Holder's Name (if entity): BellSouth Corporation		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 1155 Peachtree Street, NE, Atlanta, GA 30309			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n). (C) (refer to instructions for list of codes).	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list) C - voting		9) Disclosable Interest Holder's Country of Citizenship U.S.A.	
10) Relationship Description (if the disclosable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant) See Attachment 1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

1 la) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	1 lb) Principal Business:	1 lc) TIN.	1 d) Percent of Interest Held.
See Attachment 1			

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

As reflected in the attached FCC Form 602, BellSouth Personal Communications, Inc. ("Applicant") is a wholly-owned subsidiary of BellSouth Cellular Corp. ("BSCC"), which is a wholly-owned subsidiary of BellSouth Mobile Systems, Inc. ("BMSI"). BMSI is a wholly-owned subsidiary of BellSouth Enterprises, Inc. ("BSE"). BSE, in turn, is a wholly-owned subsidiary of BellSouth Corporation ("BSC").

Applicant and BMSI are Delaware corporations headquartered at 1100 Peachtree Street, N.E., Atlanta, Georgia 30309. BSCC and BSE are Georgia corporations also headquartered at 1100 Peachtree Street, N.E., Atlanta, Georgia 30309. BSC is a Georgia corporation headquartered at 1155 Peachtree Street, N.E., Atlanta, Georgia 30309.

BSC is a publicly traded company. No person or entity is known to own more than five percent or more of its outstanding stock. BSC is a holding company providing telecommunications services, systems and products primarily through two wholly-owned subsidiaries, BellSouth Telecommunications, Inc. ("BST") and BSE.

BST, a Georgia corporation, primarily provides tariffed public landline telephone service within localities in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

BSE is the holding company for BSC's investments in companies generally engaging in telecommunications activities other than public landline telephone services, including commercial and private mobile radio services, and advertising and publishing services. Such services include cellular, rural radio, point-to-point microwave, broadband personal communications, and private land mobile radio services. BSC subsidiaries also provide **wireline** and wireless cable services, data services, and long distance services in accordance with the Telecommunications Act of 1996.

The following lists FCC regulated businesses of Applicant and its disclosable interest holders — BSCC, BMSI, BSE, and BSC — beginning with BSC, Applicant's ultimate corporate parent and the real party in interest. Entities which hold FCC licenses are indicated in bold italics; other entities are listed to make clear the relationship between Applicant and its disclosable interest holders. TINs are listed for these entities, as appropriate. Unless otherwise indicated, each entity is owned 100% by its parent company.

Additional information will be provided upon request.

As of February 1, 2000

BellSouth Corporation
BellSouth International Network Holdings, Inc.
Be/South International ACCESS, inc.
Global Leasing Company
BellSouth Telecommunications, Inc.
BellSouth Value Added Services Holdings, Inc.
BellSouth Long Distance, Inc.
BellSouth Wireless Cable, Inc.
Madison Merger Subsidiary, Inc.
Huntsville MSA Limited Partnership (25% LP)
RAM Broadcasting Corporation
RAM Communications Group, Inc.
BellSouth Wireless Data L.P. (.57% GP)
RAM/BSE Communications L P. (50% GP)
BellSouth Wireless Data L.P. (93.82% LP)
South Florida Television Inc.
Wireless Cable of Atlanta, Inc.
Vidcomm, Inc.
BellSouth Enterprises, Inc.
BellSouth International, Inc.
BellSouth Mobile Data, Inc.
RAM/BSE Communications L.P. (49% GP; 1% LP)
BellSouth Wireless Data L.P. (93.82% LP)
BellSouth Mobile Systems, Inc.
BellSouth Cellular Corp.
American Cellular Communications Corporation (71.6332%)
Anniston-Westel Company, Inc.
Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP)
Bakersfield Holdings, Inc.
BCTC of Texas, Inc.
Indiana 8, L.L.C.
BSCC of Houston, Inc.
AB Cellular Holding, L.L.C. (8.992%)
Houston Cellular Telephone Company, L.P. (99% LP)
Galveston Cellular Partnership (87.3462% GP)
Galveston Cellular Telephone Company
Houston Cellular Holding Company (Tex), LLC
Houston Cellular Telephone Company, L.P. (1% GP)
Wireless Telecommunications Investment Company LLC
Gary Cellular Corporation
Gary Cellular Telephone Company (33.30% GP)
Georgia Cellular Corporation
Atlanta-Athens MSA Limited Partnership (49% LP)
Georgia Cellular Holdings, Inc.
Atlanta-Athens MSA Limited Partnership (.1% LP)
Indiana Cellular Corporation
Jackson Holdings, Inc.
Jackson Acquisitions Corp. (94%)
Jackson Cellular Corporation
MCTA (50.1% GP)
Los Angeles RCCs, Inc. (85%)

ACCC of Los Angeles, Inc. (51%)

AB Cellular Holding, L.L.C. (35.393%)

Houston Cellular Telephone Company, L.P. (99% LP)

Galveston Cellular Partnership (87.3462% GP)

Galveston Cellular Telephone Company

Houston Cellular Holding Company (Tex), LLC

Houston Cellular Telephone Company, L.P. (1% GP)

Wireless Telecommunications investment Company LLC

Westel-Indianapolis Company

Bloomington Cellular Telephone Company (94.1852% GP)

BSCC Cellular of Indiana, L.P. (99% LP)

Kokomo Celltelco Partnership (9.041% GP)

Muncie Cellular Telephone Company, Inc. (93.1005%)

Terre Haute Cellular Telephone Company, Inc. (92.8548%)

Westel-Los Angeles Company

ACCC of Los Angeles, Inc. (49%)

AB Cellular Holding, L. L. C. (35.393%)

Houston Cellular Telephone Company, L.P. (99% LP)

Galveston Cellular Partnership (87.3462% GP)

Galveston Cellular Telephone Company

Houston Cellular Holding Company (Tex), LLC

Houston Cellular Telephone Company, L.P. (1% GP)

Wireless Telecommunications Investment Company LLC

Westel-Milwaukee Company, Inc.

BSCC Cellular of Indiana, L.P. (1% GP)

Westel Richmond, Inc.

Orlando SMSA Limited Partnership (19.72% LP)

Memphis SMSA Limited Partnership (25% LP)

Tennessee RSA Limited Partnership (25% LP)

Be/South Mobility Inc

Acadiana Cellular General Partnership (RSA's No. 5 & 6) (35% GP)

Alabama Cellular Service, Inc.

Huntsville MSA Limited Partnership (48.75% GP/1.25% LP)

American Cellular Communications Corporation (28.3668%)

Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP)

Georgia Cellular Corporation

Atlanta-Athens MSA Limited Partnership (49% LP)

Georgia Cellular Holdings, Inc.

Atlanta-Athens MSA Limited Partnership (.1% LP)

BellSouth Mobility Communications, Inc.

B-Side Carriers L.P. (13.263% LP)

B-Side L.L.C. (12.618%)

B-Side Carriers L.P. (.268% GP)

Cellular Radio of Chattanooga (25%)

Chattanooga MSA Limited Partnership (29.54% LP)

Century Cellunet of North Louisiana Cellular Limited Partnership (9% LP)

Chattanooga CGSA, Inc.

Chattanooga MSA Limited Partnership (40% GP/15.31% LP)

Decatur RSA Limited Partnership (40% GP/40% LP)

Florida Cellular Service, inc.

Jacksonville MSA Limited Partnership (40% GP/45.76% LP)

Florida RSA No. 2B (Indian River) Limited Partnership (40% GP/31.5% LP)

Georgia RSA No. 1 Limited Partnership (25% GP/49.46% LP)

Georgia ***RSA No. 2 Limited Partnership (30% GP/31.227% LP)***

Georgia ***RSA No. 3 Limited Partnership (30% GP/45% LP)***

* Jackson Acquisitions Corp. (6%)

Jackson Cellular Corporation

MCTA (50.1% GP)

Kentucky CGSA, Inc.

Louisiana CGSA, Inc.

BSCC of Louisiana, Inc.

Louisiana Cellular Holdings, L.L.C. (1%)

Lafayette MSA Limited Partnership (30% GP/21% LP)

Louisiana Cellular Holdings, L. L.C. (99%)

Louisiana RSA No. 8 Limited Partnership (40% GP/10% LP)

Louisiana RSA No. 7 Cellular General Partnership (66.7% GP)

Memphis CGSA, Inc.

Memphis SMSA Limited Partnership (40% GP/35% LP)

Tennessee RSA Limited Partnership (40% GP/35% LP)

M-T Cellular, Inc.

Northeastern Georgia RSA Limited Partnership (1% GP/34% LP)

Northeast Mississippi Cellular, Inc.

Orlando CGSA, Inc.

Orlando SMSA Limited Partnership (30.67% GP/49.61% LP)

Memphis SMSA Limited Partnership (25% LP)

Tennessee RSA Limited Partnership (25% LP)

South Carolina Cellular Service, Inc.

ALLTEL Cellular Associates of South Carolina Limited Partnership

(46.41968% LP)

Chattanooga MSA Limited Partnership (75.15% LP)

MCTA (49.9% GP)

Pittsburgh SMSA Limited Partnership (3.6% LP)

BellSouth Personal Communications, Inc.

BellSouth Carolinas PCS, L.P. (55.7647% GP)

BellSouth Carolinas PCS, L.L.C.

Huntsville Cellular Telephone Corp., Inc.

Huntsville MSA Limited Partnership (25% LP)

BellSouth Wireless, Inc.

* Unless indicated otherwise, each subsidiary is owned 100% by its parent company.

** ***Bold Italics*** indicates an entity which holds a license.